

RECORDATION NO. 25825 FILED

SEP 08 '05

2-20 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

September 2, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule #1 to Full Service Master Lease Agreement, dated as of May 26, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Midwest Railcar Corporation 3 Professional Park Drive, Suite B Maryville, Illinois 62062
Lessee:	Profile Products, LLC. 750 W Lake Cook Road Buffalo Grove, Illinois 60089

Mr. Vernon A. Williams
September 2, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

15 covered hopper railcars: MWCX 480119 - MWCX 480133.

A short summary of the document to appear in the index is:

Memorandum of Schedule #1 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE
MASTER LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

PROFILE PRODUCTS, LLC

as Lessee

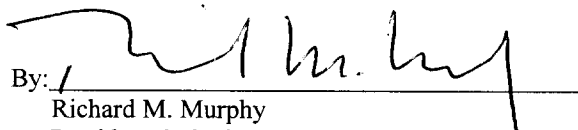
MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of May 26, 2005, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and PROFILE PRODUCTS, LLC, a Delaware Limited Liability Company ("Lessee"), with reference to the following:

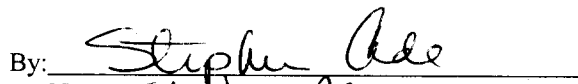
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #1 dated May 26, 2005 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of May 26, 2005 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #1.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #1 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 
Richard M. Murphy
President & CEO

PROFILE PRODUCTS, LLC

By: 
Name: Stephen Ade
Title: VP-CFO

STATE OF MN, CITY OF Elk River, TO WIT:

On this 20 day of June, 2005 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on June 20, 2005 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My commission expires: 1-31-06

David L. Smith
Notary Public



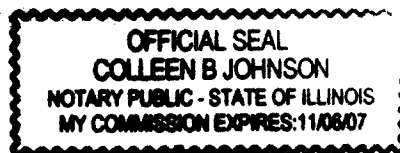
STATE OF ILLINOIS, CITY OF BUFFALO GROVE, TO WIT:

On this 17th day of June, 2005 before me appeared, Stephen Ade, to me personally known, who being by me duly sworn, says that he is a VP-CFO, of PROFILE PRODUCTS, LLC, a Mississippi Limited Liability Company, that said instrument was signed and sealed on JUNE 17, 2005 on behalf of said limited liability company by authority of its Members, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My commission expires: 11-6-07

Colleen B. Johnson
Notary Public



SCHEDULE OF RAILCARS

Fifteen (15) 5750 c.f., 100-ton covered hopper railcars, with the following marks and numbers:

		Prior
	Car Number	Car Number
1	MWCX480119	NAHX057933
2	MWCX480120	NAHX057937
3	MWCX480121	NAHX057948
4	MWCX480122	NAHX057950
5	MWCX480123	NAHX057951
6	MWCX480124	NAHX057952
7	MWCX480125	NAHX057974
8	MWCX480126	NAHX057981
9	MWCX480127	NAHX057987
10	MWCX480128	NAHX057991
11	MWCX480129	NAHX059904
12	MWCX480130	NAHX060119
13	MWCX480131	NAHX060125
14	MWCX480132	NAHX060146
15	MWCX480133	NAHX060148